

ND/SY/7505

11<sup>th</sup> February, 2016

To,  
National Stock Exchange of India Limited  
"Exchange Plaza", 5<sup>th</sup> Floor  
Plot No. C-1, G Block  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400051

The Stock Exchange, Mumbai,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400001

NSE Scrip Code "DALMIABHA"

BSE Scrip Code "DALMIABHA (533309)"

**Sub: Submission of Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 following are the details regarding voting results in the specified format alongwith the report issued by the Scrutiniser for remote e-voting/poll of the Extra-ordinary General Meeting of the Company.

<b>Date of the Extra-ordinary General Meeting</b>	11 <sup>th</sup> February, 2016
<b>Total number of shareholders on record date</b>	12807
<b>Number of Shareholders present in the meeting either in person or through proxies:-</b>	<b>74*</b>
<b>1) Promoters and Promoters Group</b>	37 (9 promoters and 1 promoter group company represented by 2 proxies and 11 persons acting as authorized representative of 13 promoter group companies having shares in 27 different folios)
<b>2) Public</b>	37 (35 members present in person and 2 members represented through 2 proxies)
*Includes 3 persons who attended the Meeting in person/proxy but voted electronically and hence did not mtake part in physical poll.	
<b>Number of Shareholders attend the meeting through Video Conferencing:-</b>	
<b>1) Promoters and Promoters Group</b>	---
<b>2) Public</b>	---

**Dalmia Bharat Limited**

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110 001, India  
t 91 11 23465100 f 91 11 23313303 w www.dalmiabhl.com CIN : L40109TN2006PLC058818  
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu-621 651, India  
A Dalmia Bharat Group company, www.dalmiabharat.com



1. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to consider delegation of authority to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate upto the maximum aggregate limit of ₹3,000 crore:

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled	No. of votes in against on votes polled
Promoter and promoter Group	E-Voting	50982341	942567	1.85%	942567	0	100.00%	0.00%
	Poll	50982341	49965414	98.01%	49965414	0	100.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public- Institutions	Total	50982341	50907981	99.85%	50907981	0	100.00%	0.00%
	E-Voting	11033703	2110235*	19.13%	2012539	97696	95.37%	4.63%
	Poll	11033703	0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	11033703	2110235	19.13%	2012539	97696	95.37%	4.63%
	E-Voting	19238259	434	0.00%	433	1	99.77%	0.23%
Total	Poll	19238259	1006	0.01%	1006	0	100.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19238259	1440	0.01%	1439	1	99.93%	0.07%
*Votes Abstained not included - 1818335 shares		81254303	53019656	65.25%	52921959	97697	99.82%	0.18%





2. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to consider issuance and allotment of upto 75,00,000 equity shares of ₹ 2/- each fully paid-up on a preferential basis to KKR Mauritius Cement Investments Limited:

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	50982341	942567	1.85%	942567	0	100.00%	0.00%
	Poll	50982341	49965414	98.01%	49965414	0	100.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	50982341	50907981	99.85%	50907981	0	100.00%	0.00%
Public - Institutions	E-Voting	11033703	3928570	35.61%	3897070	31500	99.20%	0.80%
	Poll	11033703	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	11033703	3928570	35.61%	3897070	31500	99.20%	0.80%
Public- Non Institutions	E-Voting	19238259	434	0.00%	383	51	88.25%	11.75%
	Poll	19238259	1006	0.01%	1006	0	100.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19238259	1440	0.01%	1389	51	96.46%	3.54%
Total		81254303	54837991	67.49%	54806440	31551	99.94%	0.06%



3. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to consider alteration in the existing Articles of Association of the Company by inserting a new Article no. 40A relating to transfer of shares by Investor:

Resolution required: (Ordinary/Special)		Special		No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled (6)=[(4)/(2)]*100	No. of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	50982341	942567	1.85%	942567	0	100.00%	0.00%
	Poll	50982341	49965414	98.01%	49965414	0	100.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public-Institutions	Total	50982341	50907981	99.85%	50907981	0	100.00%	0.00%
	E-Voting	11033703	3928570	35.61%	3897070	31500	99.20%	0.80%
	Poll	11033703	0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	11033703	3928570	35.61%	3897070	31500	99.20%	0.80%
	E-Voting	19238259	434	0.00%	433	1	99.77%	0.23%
Total	Poll	19238259	1006	0.01%	1006	0	100.00%	0.00%
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19238259	1440	0.01%	1439	1	99.93%	0.07%
		81254303	54837991	67.49%	54806490	31501	99.94%	0.06%

You are requested to take the same on record. Thanking you.

Yours faithfully,

For Dalmia Bharat Limited

  
Nidhi Bisaria

(Nidhi Bisaria)

Company Secretary

Encl: Scrutinizer's report on E-voting and poll.



**Scrutinizer(s) Report**

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies  
(Management and Administration) Rules 2014)

To  
The Chairman  
M/s Dalmia Bharat Limited  
Dalmiapuram 621651, Tiruchirapalli Distt. Tamil Nadu.

Extra Ordinary General Meeting of the Equity Shareholders of the Company held on  
11<sup>th</sup> day of February, 2016 at 10.30 a.m. at Dalmiapuram-621 651, District  
Tiruchirapalli, Tamil Nadu

Dear Sir,

1. I have been appointed as Scrutinizer for remote e-voting process and ballot process as per the provisions of Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s) at the Extra ordinary General Meeting held on 11<sup>th</sup> February, 2016 at 10.30 a.m. at Dalmiapuram 621651, Tiruchirapalli Distt. Tamil Nadu.
2. We submit our report as under:
  - a) Special Resolution to consider delegation of authority to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of anybody corporate upto the maximum aggregate limit of ₹ 3,000 crore.
  - b) Special Resolution to consider issuance and allotment of upto 75, 00,000 equity shares of ₹ 2/- each fully paid-up on a preferential basis to KKR Mauritius Cement Investments Limited.
  - c) Special Resolution to consider alteration in the existing Articles of Association of the Company by inserting a new Article no. 40A relating to transfer of shares by Investor




**R Venkatasubramanian,**  
M.Sc., Dip.in O.R., MIIA., ACMA., ACS.  
**PRACTISING COMPANY SECRETARY**

No.76, Angarai Agraharam,  
Angarai Post, LALGUDI TALUK  
Pin : 621 703, Trichy Dt.  
Off : Ph: 0431 - 2541818  
Cell No : 94431 - 31818  
e.mail : rvs.pcs@gmail.com.

- 3. The details of the above mentioned result is given in Annexure.
- 4. Mr. K.Subramanian, a member of the Company was authorized to act as scrutinizer and to represent the members as an independent scrutinizer, who assisted to finalize the process of counting and verification of the ballot papers.
- 5. In conclusion, all the 3(Three) Resolutions have been passed as special resolutions with requisite majority.

To  
The Chairman  
M/S Dalmia Bharati Limited  
Subsidiary of ICI Ltd, Trichyapalli Dist, Tamil Nadu

Place: Dalmiapuram  
Date: 11.02.2016

  
R.Venkatasubramanian  
Practising Company Secretary  
(ACS-3673; CP- 3893)



Dear Sir,

I have been appointed as the Company Secretary and to act as the scrutiner and to represent the members as an independent scrutiner, who assisted to finalize the process of counting and verification of the ballot papers.

Resolved that the following Resolutions be passed as special resolutions with requisite majority at the Extraordinary General Meeting held on 11<sup>th</sup> February 2016 at 10.30 am at Dalmiapuram, Trichyapalli Dist, Tamil Nadu:

- a) Special Resolution to authorize delegation of authority to the Board of Directors of the Company to make (bribe) and/or give any guarantee/provide an assurance in connection with business made in any person and/or to acquire by way of subscription purchase or otherwise the securities of anybody corporate upto the maximum aggregate limit of ₹ 2,000 crore.
- b) Special Resolution to consider, approve and allotment of upto 75,00,000 equity shares of ₹ 2/- each fully paid up as a preferred class to KCB Insurance Company Investments Limited.
- c) Special Resolution to consider and approve the existing Articles of Association of the Company by deleting clause Article no -42A relating to transfer of shares by transmission.

## SCRUTINISER REPORT-ANNEXURE

Date of AGM/EGM	11.02.2016
Total Number of shareholders on Record Date	12807
No. of Shareholders present in the meeting either in person or through proxy:	74*
Promoters and promoter Group:	37
Public:	37
*Includes 3 persons who attended the meeting in person/proxy but voted electronically and hence they did not take part in physical poll.	
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and promoter Group:	
Public:	





1. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to consider delegation of authority to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of anybody corporate up to the maximum aggregate limit of ₹3,000 crore.

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - Favour	No. of Votes - Against	No. of votes in favour on votes polled (6)=[(4)/(2)] *100	No. of votes in against on votes polled (7)=[(5)/(2)] *100
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Public- Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	50982341	50907981	99.85%	50907981	0	100.00%	0.00%
Public- Non Institutions	E-Voting	11033703	2110235*	19.13%	2012539	97696	95.37%	4.63%
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Public- Non Institutions	Postal Ballot	-	-	-	-	-	-	-
	Total	11033703	2110235	19.13%	2012539	97696	95.37%	4.63%
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Public- Non Institutions	Postal Ballot	-	-	-	-	-	-	-
	Total	19238259	1440	0.01%	1439	1	99.93%	0.07%
Total		81254303	53019656	65.25%	52921959	97697	99.82%	0.18%

\*Votes Abstained not included - 1818335 shares





2. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to consider issuance and allotment of up to 75,00,000 equity shares of ₹ 2/- each fully paid-up on a preferential basis to KKR Mauritius Cement Investments Limited.

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Total		81254303	54837991	67.49%	54806440	31551	99.94%	0.06%



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Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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